

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

In re

AMPLE HILLS HOLDINGS, INC.
CORP., *et al.*,

Debtors.¹

Chapter 11

Case No. 20-[41559] ()

(Joint Administration Requested)

**DECLARATION OF PHILLIP BRIAN DAVID SMITH
UNDER RULE 1007-4 OF LOCAL BANKRUPTCY RULES FOR THE UNITED
STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF NEW YORK**

I, Phillip Brian David Smith, make this declaration under 28 U.S.C. § 1746:

1. I am the Chief Executive Officer of Ample Hills Holdings, Inc. (“Holdings”) and its debtor affiliates (collectively, the “Debtors” or “Ample Hills”), and have served in this role since the Debtors were founded in 2016. Prior to my employment at Ample Hills, I was employed at SYFY Channel and Random House.

2. On the date hereof (the “Commencement Date”), Holdings and its affiliated Debtors each commenced with this court (the “Court”) a voluntary case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). I am knowledgeable and familiar with Ample Hills’ day-to-day operations, business and financial affairs, books and records, and the circumstances leading to the commencement of these chapter 11 cases (the “Chapter 11 Cases”). Except as otherwise indicated herein, the facts set forth in this declaration (the “Declaration”) are based upon my personal knowledge, my review of relevant documents, information provided to

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Ample Hills Astoria, LLC (3001); Ample Hills Aventura, LLC (4022); Ample Hills Chelsea, LLC (1803); Ample Hills Creamery, Inc. (9650); Ample Hills Essex Street Market, LLC (8522); Ample Hills Fireboat House, LLC (6699); Ample Hills Gowanus, LLC (2450); Ample Hills Highline, LLC (0197); Ample Hills Jersey City, LLC (7428); Ample Hills LBV, LLC (6652); Ample Hills Manufacturing, LLC (5506); Ample Hills PPW, LLC (2968); Ample Hills Red Hook, LLC (4518); Ample Hills Vanderbilt, LLC (7255); Ample Hills Wholesale Online, LLC (3008).

me by employees of Ample Hills or advisors and counsel to Ample Hills, or my opinion based upon my experience, knowledge, and information concerning Ample Hills' operations. If called upon to testify, I would testify competently to the facts set forth in this Declaration.

3. This Declaration is submitted pursuant to Rule 1007-4 of the Local Bankruptcy Rules for the Eastern District of New York (the "Local Rules") for the purpose of apprising the Court and parties in interest of the circumstances that led to the commencement of these Chapter 11 Cases. I am authorized to submit this Declaration on behalf of Ample Hills. The Debtors have also submitted the *Declaration of Daniel Scouler Pursuant to Rule 1007-4 of Local Bankruptcy Rules for Eastern District of New York* (the "Scouler Declaration," and together with this Declaration, the "First Day Declarations") in support of the motions and applications that the Debtors have filed with the Court, including the "first day motions" (the "First Day Pleadings") that have been filed with this Court contemporaneously herewith.

4. Section I of the Declaration provides the original story and historical overview of Ample Hills. Section II contains a list of Ample Hills' accolades, awards and accomplishments. Section III explains how Ample Hills differentiates from other ice cream shops. Section IV describes Ample Hills' business and provides an overview of these Chapter 11 Cases. Section V describes the circumstances that led to the commencement of the Chapter 11 Cases and the need for the Chapter 11 relief. Section VI describes Ample Hills' corporate and capital structure. Section VII identifies the attached schedules of information required by Local Rule 1007-4.

I.

Origin Story and Historical Overview

5. My wife, Jackie Cuscuna, and I founded Ample Hills in the spring of 2010. Before that, Jackie was a NYC public high school teacher of 20 years. She taught high school at CITY-AS High School, where she graduated years earlier. I was a screenwriter, writing monster movies

for SYFY Channel. Together, we married Jackie's passion for community-building with my love of story-telling to build a new kind of ice cream company, one that celebrates creativity, playfulness and the pursuit of the most excellent ice cream: ice cream designed to transport us back in time – to the kids we used to be; ice cream that tells stories that connect us, bring us together and create community.

6. This desire to create a community gathering spot, this is what drove us more than the ice cream itself. We wanted to create a place to take our own small children, a place where people could slow down and enjoy a scoop of ice cream with a loved one.

7. We named Ample Hills after a line from Walt Whitman's CROSSING BROOKLYN FERRY: "I too lived – Brooklyn, of Ample Hills, was mine." In the poem, Whitman writes about our shared humanity, the connections between us across space and time. Ample Hills is after something simpler, but equally profound: connections across the table, sharing a scoop of ice cream.

8. At the beginning, in 2010, Jackie and I sold ice cream from a push cart at Celebrate Brooklyn in Prospect Park. A year later, in May 2011, we opened our first scoop shop on Vanderbilt Avenue in Prospect Heights. Lines formed almost immediately, and in just four (4) days, we sold out of all ice cream and had to shut the doors. (At the time, I was the only one who knew how to make ice cream, and I could not keep up with the demand!) It was Memorial Day weekend. We had spent six (6) months, and our life savings (\$250,000), to open the shop. And now the shop was closed. Over the next nine (9) days, we doubled the staff and trained people to help me make ice cream. We worried that no one would be there to give us a second chance when we re-opened the shop. Then a reporter for the NY Times knocked on the door and asked for an

interview. The article's headline cemented our reputation: "SO SUCCESSFUL, A NEW ICE CREAM SHOP CLOSSES AFTER 4 DAYS."

9. In the years that followed, our neighborhood shop became a wild success, growing to sales of over \$1 million out of 900 square feet (with an EBIDTA of 20%). In 2013, Ample Hills opened its second location, a kiosk at Brooklyn Bridge Park. Then, in 2014, unable to make enough ice cream out of the 150 square foot kitchen at Vanderbilt Avenue, Ample Hills opened its third location, at 305 Nevins Street in the Gowanus neighborhood of Brooklyn. This new location featured a 1000 square foot commissary kitchen on view to the public, where we could make all of the ice cream. The shop also featured a private party room and a roof deck. It quickly became a fixture of the neighborhood, with sales of over \$1.4 million.

10. In addition to birthday parties and private events, Ample Hills also uses the space at Gowanus for community events. Ample Hills holds a fundraising series called "PINTS & POSTCARDS" on a regular basis. This series features a different not-for-profit group each session, and Ample Hills donates the space and ice cream and works with the group to create a letter/postcard writing campaign.

11. Based on extensive favorable press, and the release of its cookbook, in the spring of 2014, Ample Hills began developing a nationwide mail-order business. One of Ample Hills' first customers was Disney CEO, Bob Iger. Bob Iger became a champion for the brand, and a mentor and friend to me. As a result, Ample Hills opened a shop on Disney's Boardwalk in Orlando (owned and operated by Disney, but with ice cream made by Ample Hills). In addition, Ample Hills licensed STAR WARS and produced The Light Side and The Dark Side flavors of ice cream when THE FORCE AWAKENS hit theaters in December of 2015.

12. Bob Iger introduced the ice cream to many influential customers, including Steven Spielberg, Tim Cook, and Howard Schultz. Most importantly, he shared the ice cream with Oprah Winfrey, who dedicated an entire page about Ample Hills in her magazine, naming it her FAVORITE ice cream.

13. Based on this new attention, and these new opportunities, Ample Hills sought to expand more quickly. Ample Hills took on investors in the fall of 2015, raising \$4 million in a SEED series. Ample Hills also took out a loan with Flushing Bank. The goal was to build out new shops at a faster pace, and to build out a factory to support those shops – and to automate and expand Ample Hills’ wholesale pint business. After exploring options in Sullivan County in upstate New York, Ample Hills leased a space in the Red Hook neighborhood of Brooklyn. Ultimately, though it was more expensive to do so, Ample Hills wanted to keep the manufacturing jobs, and the story, in Brooklyn, where the business was born.

14. Unfortunately, Ample Hills experienced numerous setbacks with the opening of its state-of-the art factory located in the Red Hook section of Brooklyn (the “Factory”), which included legal issues with the construction, cost overruns on the machinery and equipment, problems with the cement flooring, and a slower than expected ramp-up in production. Ample Hills estimated that it would take one year to build out the Factory. In all, it took a full year and a half longer than estimated before the Factory was operational. Ample Hills’ total investment in the Factory was roughly \$6.7 million, which was \$2.7 million higher than its original budget. Because the Factory delays impacted Ample Hills’ expansion strategy, the Factory has not been as fully utilized as Ample Hills originally planned, which has led to continuing operating losses.

15. Also contributing to the challenges, Ample Hills underestimated the volume that the Factory needed to produce in order for the company to experience the economies of scale, and

cost-savings that were necessary to justify the Factory's existence. In practical terms, Ample Hills built out a Factory in order to increase volume and lower its costs, but the opposite happened, and the losses have mounted. While sales have continued to grow year over year from 2010, Ample Hills began to lose money as they started construction on the Factory.

	\$Millions	
Year	Revenue	Loss
2017	6,021	(1,609)
2018	7,365	(6,134)
2019	10,746	(6,927)

16. In order to complete the build out of the Factory, and construct more shops, Ample Hills completed a Series A round in the fall of 2017 and raised \$8 million. Ample Hills opened new stores in Astoria, Chelsea, Los Angeles, and Miami. By the end of 2019, Ample Hills operated sixteen (16) shops across four (4) states (New York, New Jersey, Florida, and California).

17. Unfortunately, as a result of the continuing losses stemming from the Factory, Ample Hills recognized a looming liquidity crisis in June 2019. During the second half of 2019, Ample Hills contacted dozens of investors, including current shareholders, as well as many new potential investors. Ample Hills diligently shopped the business through the fall of 2019. In addition, Ample Hills spent months in talks with the company's largest investor, a real estate group (and the landlord at the Factory) that previously invested \$4 million. In the end, though, due to the debt and the overhead of the Factory, Ample Hills failed to secure additional funding. Faced with continuing losses and decreasing liquidity, Ample Hills determined to seek relief under the Bankruptcy Code for the purpose of finding a buyer for its business and maximizing the value of its assets.

II.

Ample Hills' Accolades, Awards, and Accomplishments

18. Over the years, Ample Hills has received a number of accolades, awards and accomplishments as follows:

- Ample Hills was named the best ice cream shop in the country by the FOOD NETWORK in 2018.
- The Huffington Post named Ample Hills' flavor THE MUNCHIES the “#1 Ice Cream Flavor in America.”
- Zagat named Ample Hills the best ice cream shop in New York City three years in a row.
- Oprah Winfrey called Ample Hills “a spoonful of heaven” in naming the ice cream one of her Favorite Things.
- Ample Hills has been featured on The Today Show, CBS This Morning, Good Morning America, and The View.
- Ample Hills created a custom flavor for Jimmy Kimmel (Bananas for Brooklyn), which he featured live on his late-night show.
- Ample Hills celebrated Mickey Mouse's 90th birthday with three custom flavors, complete with custom packaging featuring original Mickey Mouse comic strips that told the story of Mickey Mouse through the years (1928, 1958, and 2018).
- Ample Hills collaborated with Marvel to create three superhero ice cream flavors. Ample Hills created original Black Panther, Captain America, and Spider-Man comics that wrapped around the pint containers.

III.

How Ample Hills Differentiates Itself from Other Ice Cream Shops

19. Ample Hills is a vertically integrated manufacturer and retailer of premium quality ice creams, toppings, and related products and merchandise. Although Ample Hills sells many traditional flavors, such as vanilla bean, dark chocolate and strawberry, the heart of its business is its collection of playful, whimsical and proprietary flavors, such as Salted Crack'd Caramel, Ooey Goey Butter Cake, The Munchies, PB Wins the Cup, Breakfast Trash and many more.

20. Ample Hills tells stories with ice cream flavors. Ample Hills' tagline is: Every Flavor Tells a Story.

21. Each Ample Hills' retail location features a shop-specific flavor, which celebrates that shop's neighborhood. In this way, each shop is different from the other ones. Ample Hills' goal has been to build out unique shops that gain efficiencies with scale, but that do not become copy-cat versions of each other. Ample Hills is working to build an anti-chain chain. Some examples of shop-specific flavors include: It Came From Gowanus, Nectar of Queens, and Chelsea Morning.

22. Another key differentiator for Ample Hills is its mix-ins, or inclusions. Whereas most ice cream companies purchase their mix-ins from the same source, Ample Hills manufactures its own candies, cakes, and cookies. In fact, Ample Hills' Factory is as much a bakery as it is an ice cream plant. Some examples of Ample Hills' house-made mix-ins include peppermint patties, peanut butter cups, brownies and oatmeal cookies.

23. Ample Hills designed and custom built an Ice Cream Bicycle. The company uses the bike for birthday parties. Children choose a flavor of ice cream, and they take turns pedaling and churning the ice cream they eat.

24. Ample Hills teaches ice cream making classes out of its Gowanus and Red Hook locations. These classes allow adults to learn how to cook their own ice cream base, and then churn their ice cream in an old-fashioned hand-crank freezer.

IV.

Ample Hills' Business and an Overview of these Chapter 11 Cases

25. Ample Hills leases all of its store operations from various landlords. Ample Hills pays approximately \$118,000 per month in rent on its leased real estate property, inclusive of real

property taxes, common area maintenance, and insurance. For most locations, an Ample Hills subsidiary is the lessee. Holdings guarantees some but not all of the leases.

26. In the 52 weeks ending December 31, 2019, Ample Hills reported approximately \$10.8 million in sales and gross profit of \$7.5 million. At the store level, Ample Hills' shops generated positive cash flow. On average the shops generated 15% EBIDTA in 2019. Ample Hills, however, lost approximately \$6.9 million during the same period as a result of depreciation, amortization, interest expense, payroll and other operating costs associated with supporting the Factory.

27. Ample Hills currently operates ten (10) retail stores and kiosks, which are primarily located in the metropolitan New York area. There is also one store at Disney's Boardwalk in Orlando (which is owned and operated by Disney). All of Ample Hills' ice cream is produced at its own 15,000 square foot state-of-the art Factory located in the Red Hook section of Brooklyn, which can produce 500,000 gallons per year. In 2019, the Factory produced 200,000 gallons.

28. Although the majority of Ample Hills' revenue comes from its retail stores and kiosks, it also operates a retail mail order business through its website, www.amplehills.com, a wholesale business that primarily sells to grocery stores (including Whole Foods in the North East) and specialty retailers, as well as a catering and special events business. Brick and mortar shops represent approximately 90% of all sales, while Wholesale represents about 7% of sales, and e-commerce represents the remaining 3% of sales.

29. Prior to the Commencement Date, Ample Hills engaged in negotiations with multiple parties interested in purchasing Ample Hills' business assets. Despite extensive efforts to enter into a stalking horse asset purchase agreement, Ample Hills has been unable to secure a stalking horse bidder. As a result, Ample Hills has commenced these Chapter 11 Cases to move

expeditiously towards approval of expedited bid procedures, to implement an auction and an eventual sale of its assets pursuant to section 363 of the Bankruptcy Code (the “Sale Strategy”). The Sale Strategy is the foundation of these Chapter 11 Cases and is critical to selling the majority of Ample Hills’ stores, maximizing recoveries for all creditors, and preserving as many jobs as possible.

30. Ample Hills’ business is not sustainable over the long term under its current cost structure and sales volume. No bidder has been willing to assume Ample Hills’ liabilities—in particular, its substantial lease and debt obligations—in connection with a purchase of Ample Hills’ stores. Given these considerations, Ample Hills has concluded, in the exercise of its business judgment and as fiduciaries for its stakeholders, that the only viable path to maximize the value of its business and to preserve as many jobs as possible is a chapter 11 filing to facilitate a sale of the business. Given the extensive pre-petition marketing and sales process, and the fact that all interested parties who conducted extensive due diligence are being invited back into the process, it is Ample Hills’ judgment that a successful sale could be achieved without further delay within the Milestones (defined below). Alternatively, Ample Hills could be left with no choice but to liquidate its business in a piecemeal fashion.

31. Pursuant to the bidding procedures motion filed contemporaneously herewith (the “Bidding Procedures Motion”), Ample Hills seeks approval of uniform bidding and auction procedures (the “Bidding Procedures”) for all of its remaining stores, the Factory, and related assets (collectively, the “Stores”). Under the Bidding Procedures, interested parties will have the opportunity to bid for any of Ample Hills’ Stores, either individually or on a package basis. As described in the Scouler Declaration, given the current circumstances and the need for Ample Hills

to move as quickly as possible, the Bidding Procedures set forth an expedited bidding and sale process to implement the Sale Strategy.

32. As described in further detail in the Scouler Declaration, the Debtors' available cash collateral and revenues from operations should provide the Debtors with sufficient liquidity to implement the Sale Strategy in an orderly and value-maximizing manner. The use of the cash collateral is necessary and essential to the continued operation of the Debtors' businesses in these Chapter 11 Cases, to preserve the value of the Debtors' businesses for the benefit of the estates and all of the stakeholders, and to prevent immediate and irreparable harm to the Debtors' estates. While the Debtors have the liquidity needed to carry out the Sale Strategy, it cannot be emphasized enough that time is of the essence. Given the significant costs associated with continued operations under chapter 11, the Debtors must accomplish their objectives in an expeditious manner as further set forth in the Scouler Declaration and various First Day Pleadings, including the Bidding Procedures Motion.

V.

The Need for Chapter 11 Relief and the Circumstances Leading to Commencement of These Chapter 11 Cases

33. Ample Hills is filing the Chapter 11 Cases to implement the Sale Strategy, which is critical to achieving the Debtors' goals of maximizing creditor recoveries and protecting the interests of its employees as best as possible.

A. Liquidity Constraints

34. Although Ample Hills' stores generate positive EBITDA on an annual basis, they all lose money through the winter months in the North East. With the losses generated by the Factory overwhelming the company's reserves, Ample Hills faced liquidity and cash flow crisis

during the winter of 2019/2020. As detailed below, Ample Hills owes approximately \$1.5 million to various trade creditors and landlords.

B. Inability to Make Capital Investments

35. Through 2016-2019, Ample Hills has pursued an aggressive retail store growth strategy, which required substantial investments, and even now, Ample Hills has five (5) stores with executed leases that are in various stages of construction, including a store at Disney Springs, Orlando. Unfortunately, Ample Hills' liquidity constraints have impeded its ability to invest in store build-outs, which has hindered sales growth. Of the five upcoming projects, three of them should have been opened by now. But construction has halted, while the company seeks funding. Ample Hills did not undertake a substantial portion of the capital improvement projects and initiatives that it had previously planned to implement in 2019.

VI.

Corporate and Capital Structure

A. Corporate Structure

36. As Ample Hills is a privately-held company, none of its equity securities are publicly-traded. Holdings is a Delaware corporation incorporated on August 20, 2015. Separate limited liability companies operate each individual Ample Hills' Store and the Factory. All of the Debtors are direct or indirect subsidiaries of Holdings.

37. Holdings' current board of directors is comprised of the following four (4) members, including two (2) independent directors:

Name	Position
Phillip Brian David Smith	Chairman of the Board
Jackie Cuscuna	Director
Michael Murphy	Independent Director
Charlie O'Donnell	Independent Director

38. Ample Hills' current senior management team is comprised of the following individuals:

Name	Position
Phillip Brian David Smith	Chief Executive Officer
Jackie Cuscuna	Creative Director
Richard Saslaw	Director of Finance

B. Capital Structure

39. As of the Commencement Date, the Debtors have outstanding funded debt obligations in the amount of approximately \$9.9 million, consisting of (i) approximately \$3.5 million outstanding under loan facilities with Flushing Bank, including a Small Business Administration (SBA) loan in the amount of \$1,750,000; and (ii) approximately \$6.4 million outstanding under a series of convertible promissory notes held by multiple investors.

40. Further, in the ordinary course of business, the Debtors incur various fixed, liquidated, and undisputed payment obligations (the "Trade Claims") to various third-party providers of goods and services that are sold in the Debtors' stores or facilitate the Debtors'

business operations. As of March 15, 2020, the Debtors estimate that the aggregate amount of Trade Claims outstanding is approximately \$1.5 million.

VII.
Information Required by Local Rule 1007-4

41. In accordance with Local Rule 1007-4, the schedules attached hereto provide certain information related to the Debtors. Pursuant to Local Rule 1007-4(a)(i) and 1007-4(a)(ii), the Debtors are not small business debtors within the meaning of §101(51B) of the Bankruptcy Code or single asset real estate debtors within the meaning of §101(51B) of the Bankruptcy Code.

42. Pursuant to Local Rule 1007-4(a)(vi), Schedule 1 lists each of the holders of the thirty (30) largest general unsecured claims, excluding insiders and creditors holding priority claims, and states whether the claim is contingent, unliquidated, disputed, or partially secured.

43. Pursuant to Local Rule 1007-4(a)(vii), Schedule 2 lists each of the holders of the largest secured claims and provides a description and an estimate of the value of the collateral securing the claims, and whether the claim or lien is disputed.

44. Pursuant to Local Rule 1007-4(a)(viii), Schedule 3 contains a summary of the Debtors' assets and liabilities.

45. Pursuant to Local Rule 1007-4(a)(ix), the Debtors have no publicly traded securities.

46. Pursuant to Local Rule 1007-4(a)(x), Schedule 4 lists all of the Debtors' property in the possession or custody of any custodian, public officer, mortgagee, pledgee, assignee of rents, or secured creditor, or agent for any such entity.

47. Pursuant to Local Rule 1007-4(a)(xi), Schedule 5 lists all of the premises owned, leased, or held under any other arrangement from which the Debtors operate their business.

48. Pursuant to Local Rule 1007-4(a)(xii), Schedule 6 lists the location of the Debtors' significant assets, the location of their books and records, and the nature and location of assets, if any, held by the Debtors outside the territorial limits of the United States.

49. Pursuant to Local Rule 1007-4(a)(xiii), Schedule 7 lists the nature and present status of each action or proceeding, pending or threatened, against the Debtors or their property where a judgment against the Debtors or a seizure of their property may be imminent.

50. Pursuant to Local Rule 1007-4(a)(xiv), Schedule 8 lists the debtor's existing senior management, their tenure with the debtor, and a summary of their relevant responsibilities and experience.

51. Pursuant to Local Rule 1007-4(a)(xv), Schedule 9 sets forth the estimated amount of the weekly payroll to employees (exclusive of officers, directors, stockholders, partners and members) for the 30-day period following the filing of the chapter 11 petition.

52. Pursuant to Local Rule 1007-4(a)(xvi), Schedule 10 sets forth the amount paid and proposed to be paid for services for the 30-day period following the filing of the chapter 11 petition --(A) to the Debtors' officers and directors, and (B) to the chief restructuring officer retained by the Debtors.

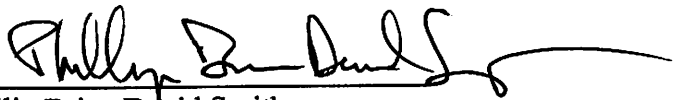
53. Pursuant to Local Rule 1007-4(a)(xvii), Schedule 11 contains an itemized schedule, for the 30-day period following the filing of the Debtors' chapter 11 petitions, of estimated cash receipts and disbursements, net cash gain or loss, obligations and receivables expected to accrue but remaining unpaid, other than professional fees, and any other information relevant to an understanding of the foregoing.

54. Pursuant to Local Rule 1007-4(a)(xviii), Schedule 12 contains a schedule of the Debtors' current insurance policies, including the identity of the insurer, policy period and type of insurance for each insurance policy listed;

55. Pursuant to local Rule 1007-4(a)(xix), Schedule 13 contains a schedule of the Debtors' bank accounts, including the name and address of the banking institution where the accounts are held, the name on the account, and the nature of the account for each bank account listed.

I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Executed this 15th day of March 2020.

/s/ 
Phillip Brian David Smith
Chief Executive Officer

Ample Hills Holdings Inc. and
its Affiliated Debtors

SCHEDULE 1

Consolidated List of the Holders of the Thirty (30) Largest Unsecured Claims on a Consolidated Basis

Pursuant to E.D.N.Y. LBR 1007-4(a)(v), I incorporate by reference the list of the holders of the thirty (30) largest unsecured claims against the Debtors on a consolidated basis, excluding insiders, which is attached to the Debtors' chapter 11 petitions (the **"Consolidated Top 30 List"**).

The information contained in the Consolidated Top 30 List shall not constitute an admission of liability by, nor is it binding on, the Debtors. The Debtors reserve all rights to assert that any debt or claim listed in the Consolidated Top 30 List is a disputed claim or debt, and to challenge the priority, nature, amount, or status of any such claim or debt. In the event of any inconsistencies between the summaries set forth in the Consolidated Top 30 List and the respective corporate and legal documents relating to such obligations, the descriptions in the corporate and legal documents shall control. The Consolidated Top 30 List includes estimates of outstanding amounts as of the Petition Date.

SCHEDULE 2

Pursuant to Local Rule 1007-4(a)(vii), list each of the holders of the largest secured claims and provides a description and an estimate of the value of the collateral securing the claims, and whether the claim or lien is disputed.

Pursuant to E.D.N.Y. LBR 1007-4(b), the Debtors intend to submit a supplemental affidavit containing the information requested by this schedule forthwith, but no later than 14 days after the date on which the order for relief is entered.

SCHEDULE 3

Summary of the Debtors' Assets and Liabilities (Pursuant to Local Rule 1007-4(a)(viii))

Pursuant to E.D.N.Y. LBR 1007-4(b), the Debtors intend to submit a supplemental affidavit containing the information requested by this schedule forthwith, but no later than 14 days after the date on which the order for relief is entered.

SCHEDULE 4

List of Debtors' Property in the Possession of Third Parties

Pursuant to E.D.N.Y. LBR 1007-4(b), the Debtors intend to submit a supplemental affidavit containing the information requested by this schedule forthwith, but no later than 14 days after the date on which the order for relief is entered.

SCHEDULE 5**Summary of Property from Which the Debtors Operate Their Businesses**

Pursuant to E.D.N.Y. LBR 1007-4(a)(xi), the following lists the property or premises owned, leased, or held under other arrangement from which the Debtors operate their businesses.

The following list is solely intended to provide the Court with information as to the premises from which the Debtors currently operate their businesses. The Debtors reserve all rights, including, but not limited, under section 365 of the Bankruptcy Code. The Debtors make no admission as to the contractual relationship or enforceability of any lease agreement and further reserve all rights in connection therewith.

Debtor	Premises Address	Leases/Owned
Ample Hills Holdings, Inc.	499 Van Brunt St. - 4A 1F, Brooklyn NY 11231	Leased
Ample Hills Astoria, LLC	34-02 30TH Avenue Astoria, NY 11103	Leased
Ample Hills Aventura, LLC	19565 Biscayne Boulevard, Room No. 958 Aventura, Florida 33180	Leased
Ample Hills Chelsea, LLC	141 8TH Avenue New York, NY 10011	Leased
Ample Hills Essex Street Market, LLC	115 Delancey Street, Site 2 New York, NY 10002	Leased
Ample Hills Fireboat House, LLC	1 Water Street Brooklyn NY 11201	Leased
Ample Hills Jersey City, LLC	200 Greene Street URBY 2 & 3 Jersey City, NJ 07302	Leased
Ample Hills LBV, LLC	1502 E. Buena Vista Dr. Lake Buena Vista, FL 32830	Leased

Ample Hills PPW, LLC	190-194 Prospect Park West Brooklyn, NY 11215	Leased
Ample Hills Gowanus, LLC	305 Nevins St., Brooklyn NY 11215	Leased
Ample Hills Vanderbilt, LLC	623 Vanderbilt Avenue Brooklyn, NY 11215	Leased
Ample Hills Gotham West LLC	600 11th Ave NY, NY 10036	Leased
Ample Hills Highline LLC	73 Gansevoort NY, NY 10014	Leased
Ample Hills Red Hook LLC	421 Van Brunt St., Brooklyn NY 11231	Leased
Ample Hills Manufacturing, LLC	133 Beard St., Brooklyn NY 11231	Leased

SCHEDULE 6

Location of the Debtors' Assets, Books, and Records

Pursuant to E.D.N.Y. LBR 1007-4(a)(xii), the following lists the locations of the Debtors' significant assets, the locations of their books and records, and the nature, location, and value of any assets held by the Debtors outside the territorial limits of the United States.

Location of the Debtors' Significant Assets

Pursuant to E.D.N.Y. LBR 1007-4(b), the Debtors intend to submit a supplemental affidavit containing the information requested by this schedule forthwith, but no later than 14 days after the date on which the order for relief is entered.

Books and Records

Pursuant to E.D.N.Y. LBR 1007-4(b), the Debtors intend to submit a supplemental affidavit containing the information requested by this schedule forthwith, but no later than 14 days after the date on which the order for relief is entered.

Debtors Assets Outside the United states (if applicable)

The Debtors do not have assets outside of the United States.

SCHEDULE 7

Summary of Legal Actions Against the Debtors

Pursuant to E.D.N.Y. LBR 1007-4(b), the Debtors intend to submit a supplemental affidavit containing the information requested by this schedule forthwith, but no later than 14 days after the date on which the order for relief is entered.

SCHEDULE 8

Senior Management

Pursuant to E.D.N.Y. LBR 1007-4(b), the Debtors intend to submit a supplemental affidavit containing the information requested by this schedule forthwith, but no later than 14 days after the date on which the order for relief is entered.

SCHEDULE 9**Payroll**

Pursuant to E.D.N.Y. LBR 107-4(xiv)-(xv), the following provides the estimated amount of weekly payroll to be paid to the Debtors' employees (not including officers and directors) and the estimated amount to be paid to the officers, directors, and financial and business consultants retained by the Debtors for the 30-day period following the filing of these Chapter 11 Cases.

Payments to Employees, Officers, and Directors	
Weekly Payroll to Employees (Not Including Officers and Directors)	The estimated weekly payroll for these employees is \$65,000 per week for the 30-day period following the filing date.
Estimated Payments to Officers and Directors	The estimated weekly payroll for officers and directors is \$12,000 per week for the 30-day period following the filing date.

SCHEDULE 10

Pursuant to Local Rule 1007-4(a)(xvi), the amount paid and proposed to be paid for services for the 30-day period following the filing of the chapter 11 petition --(A) to the Debtors' officers and directors, and (B) to the chief restructuring officer retained by the Debtors.

Pursuant to E.D.N.Y. LBR 1007-4(b), the Debtors intend to submit a supplemental affidavit containing the information requested by this schedule forthwith, but no later than 14 days after the date on which the order for relief is entered.

SCHEDULE 11

Pursuant to Local Rule 1007-4(a)(xvii), an itemized schedule, for the 30-day period following the filing of the Debtors' chapter 11 petitions, of estimated cash receipts and disbursements, net cash gain or loss, obligations and receivables expected to accrue but remaining unpaid, other than professional fees, and any other information relevant to an understanding of the foregoing.

Pursuant to E.D.N.Y. LBR 1007-4(b), the Debtors intend to submit a supplemental affidavit containing the information requested by this schedule forthwith, but no later than 14 days after the date on which the order for relief is entered.

SCHEDULE 12

Pursuant to Local Rule 1007-4(a)(xviii), a schedule of the Debtors' current insurance policies, including the identity of the insurer, policy period and type of insurance for each insurance policy listed.

Pursuant to E.D.N.Y. LBR 1007-4(b), the Debtors intend to submit a supplemental affidavit containing the information requested by this schedule forthwith, but no later than 14 days after the date on which the order for relief is entered.

SCHEDULE 13

Pursuant to local Rule 1007-4(a)(xix), a schedule of the Debtors' bank accounts, including the name and address of the banking institution where the accounts are held, the name on the account, and the nature of the account for each bank account listed.

Banking Institution	Fed Tax ID	Bank Acct#	Description
Flushing Bank 225 Park Avenue South – 2 nd Floor New York, NY 10003	*2347	*7454	Main corporate account for Ample Hills Holdings, Inc.
Flushing Bank 225 Park Avenue South – 2 nd Floor New York, NY 10003	*2347	*7462	Payroll account for Ample Hills Holdings, Inc.
Flushing Bank 225 Park Avenue South – 2 nd Floor New York, NY 10003	*2347	*7496	Reserve/investment account for Ample Hills Holdings, Inc.
Flushing Bank 225 Park Avenue South – 2 nd Floor New York, NY 10003	*2347	N/A	Account created for Letter of Credit # 510110, issued 10/2018 for Ample Hills Holdings, Inc.
Flushing Bank 225 Park Avenue South – 2 nd Floor New York, NY 10003	*2347	*6757	Account created for Construction Loan #510120 for Ample Hills Holdings, Inc.
Chase Bank 270 Park Avenue, Floor 12 New York, NY 10017	*2347	*3761	Chase Bank account for Ample Hills Holdings, Inc.
Flushing Bank 225 Park Avenue South – 2 nd Floor New York, NY 10003	*2450	*7569	Operating account for retail ice cream store Ample Hills Gowanus, LLC.
Flushing Bank 225 Park Avenue South – 2 nd Floor New York, NY 10003	*7255	*7593	Operating account for retail ice cream store Ample Hills Vanderbilt LLC, including cash receivables from seasonal Brooklyn Bridge Park and RIIS locations.
Flushing Bank 225 Park Avenue South – 2 nd Floor New York, NY 10003	*0197	*7585	Operating account for retail ice cream store Ample Hills Highline LLC.

Flushing Bank 225 Park Avenue South – 2 nd Floor New York, NY 10003	*3008	*7608	Operating account for online retail ice cream store Ample Hills Wholesale Online LLC.
Flushing Bank 225 Park Avenue South – 2 nd Floor New York, NY 10003	*4518	*7107	Operating account for retail ice cream store Ample Hills Red Hook LLC.
Flushing Bank 225 Park Avenue South – 2 nd Floor New York, NY 10003	*5506	*7624	Operating account for Ample Hills Manufacturing, LLC.
Flushing Bank 225 Park Avenue South – 2 nd Floor New York, NY 10003	*7428	*5067	Operating account for retail ice cream store Ample Hills Jersey City, LLC.
Flushing Bank 225 Park Avenue South – 2 nd Floor New York, NY 10003	*3001	*6711	Operating account for retail ice cream store Ample Hills Astoria, LLC.
Flushing Bank 225 Park Avenue South – 2 nd Floor New York, NY 10003	*1803	*6122	Operating account for retail ice cream store Ample Hills Chelsea, LLC.
Flushing Bank 225 Park Avenue South – 2 nd Floor New York, NY 10003	*2968	*7149	Future Retail Ice Cream Store Ample Hills PPW, LLC.
Flushing Bank 225 Park Avenue South – 2 nd Floor New York, NY 10003	*8522	*3238	Operating account for future retail ice cream store Ample Hills Essex Street Market, LLC.
Flushing Bank 225 Park Avenue South – 2 nd Floor New York, NY 10003	*9650	*7616	Inactive account open for Ample Hills Creamery, Inc.
Flushing Bank 225 Park Avenue South – 2 nd Floor New York, NY 10003	*6699	*3953	Operating account for retail ice cream store Ample Hills Fireboat House, LLC.
Flushing Bank 225 Park Avenue South – 2 nd Floor New York, NY 10003	*7755	*4022	Operating account for retail ice cream store Ample Hills Aventura, LLC.

Flushing Bank 225 Park Avenue South – 2 nd Floor New York, NY 10003	*7755	*4030	Account opened for Standby LOC security deposit for Ample Hills Aventura, LLC.
Chase Bank 270 Park Avenue, Floor 12 New York, NY 10017	*7755	*0799	Bank account used for local banking for Ample Hills Aventura, LLC location.
Flushing Bank 225 Park Avenue South – 2 nd Floor New York, NY 10003	*6652	*8709	Operating account for future retail ice cream store Ample Hills LBV, LLC.